Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [X] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation WILLIAM G. GILMORE FOUNDATION		**A Employer identification number** 94-6079493
	Number and street (or P O box number if mail is not delivered to street address) 1660 BUSH STREET	Room/suite 300	**B** Telephone number 415-561-6540
	City or town, state, and ZIP code SAN FRANCISCO, CA 94109		**C** If exemption application is pending, check here ▶[ ] **D** 1. Foreign organizations, check here ▶[ ] 2. Foreign organizations meeting the 85% test, check here and attach computation ▶[ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 21,811,369.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶[ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶[ ]

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶[X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	39,058.	39,058.		STATEMENT 1
	4 Dividends and interest from securities	668,569.	668,569.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	192,196.			
	b Gross sales price for all assets on line 6a 19,600,576.				
	7 Capital gain net income (from Part IV, line 2)		192,196.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	28,329.	28,329.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	928,152.	928,152.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	95,000.	47,500.		23,750.
	15 Pension plans, employee benefits	559.	280.		140.
	16a Legal fees				
	b Accounting fees STMT 4	25,348.	12,674.		6,337.
	c Other professional fees STMT 5	59,925.	35,076.		12,242.
	17 Interest				
	18 Taxes STMT 6	8,101.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	65,108.	16,277.		16,277.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	27,712.	6,274.		7,402.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	281,753.	118,081.		66,148.
	25 Contributions, gifts, grants paid	1,252,000.			1,252,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,533,753.	118,081.		1,318,148.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-605,601.			
	b **Net investment income** (if negative, enter -0-)		810,071.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	111,723.	59,954.	59,954.
	2 Savings and temporary cash investments	108,235.	2,121,394.	2,121,394.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	9,023.		
	10a Investments - U.S. and state government obligations STMT 8	195,455.	1,010,156.	1,010,156.
	b Investments - corporate stock STMT 9	11,547,687.	18,432,444.	18,432,444.
	c Investments - corporate bonds STMT 10	7,808,347.	157,976.	157,976.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	52,186.	29,445.	29,445.
	16 **Total assets** (to be completed by all filers)	19,832,656.	21,811,369.	21,811,369.
Liabilities	17 Accounts payable and accrued expenses	34,630.	6,600.	
	18 Grants payable	6,500.		
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	41,130.	6,600.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	19,791,526.	21,804,769.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	19,791,526.	21,804,769.	
	31 **Total liabilities and net assets/fund balances**	19,832,656.	21,811,369.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	19,791,526.
2	Enter amount from Part I, line 27a	2	-605,601.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	2,618,844.
4	Add lines 1, 2, and 3	4	21,804,769.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,804,769.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	19,600,576.		19,408,380.	192,196.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				192,196.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	192,196.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,515,473.	24,837,312.	.061016
2007	1,598,162.	30,317,444.	.052714
2006	1,379,920.	28,884,789.	.047773
2005	1,307,647.	27,179,610.	.048111
2004	1,215,888.	26,000,869.	.046763

2 **Total** of line 1, column (d)	2	.256377
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.051275
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	19,849,297.
5 Multiply line 4 by line 3	5	1,017,773.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,101.
7 Add lines 5 and 6	7	1,025,874.
8 Enter qualifying distributions from Part XII, line 4	8	1,318,148.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	8,101.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	8,101.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	8,101.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	8,560.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,440.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	10,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	5.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,894.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	1,894.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A | Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.PFS-LLC.NET/GILMORE

14 The books are in care of ▶ PACIFIC FOUNDATION SERVICES, LLC Telephone no. ▶ 415-561-6536

Located at ▶ 1660 BUSH STREET, SUITE 300, SAN FRANCISCO, CA ZIP+4 ▶ 94109

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM MACKEY 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	PRESIDENT 1.00	0.	0.	0.
DAVID JUBB 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	TREASURER/CFP 1.00	0.	0.	0.
BOB BORTON 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	SECRETARY 1.00	0.	0.	0.
MARY LEE BOKLUND 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	VICE PRESIDENT 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FAYE WILSON - 1660 BUSH STREET, SUITE 300, SAN FRANCISCO, CA 94109	FORMER EXECUTIVE DIRECTOR 40.00	95,000.	0.	0.

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	20,058,827.
b	Average of monthly cash balances	1b	92,744.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	20,151,571.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	20,151,571.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	302,274.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,849,297.
6	**Minimum investment return.** Enter 5% of line 5	6	992,465.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	992,465.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 8,101.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	8,101.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	984,364.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	984,364.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	984,364.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,318,148.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,318,148.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	8,101.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,310,047.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				984,364.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008 760,399.				
f Total of lines 3a through e	760,399.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,318,148.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				984,364.
e Remaining amount distributed out of corpus	333,784.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,094,183.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	1,094,183.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008 760,399.				
e Excess from 2009 333,784.				

Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 12

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total			▶ 3a	1,252,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	39,058.	
4 Dividends and interest from securities			14	668,569.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	7,929.	
8 Gain or (loss) from sales of assets other than inventory			18	192,196.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SUBLEASE INCOME			16	20,400.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		928,152.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 928,152.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

X [signature] | X 9/16/2010 | ~~PRESIDENT~~ CFO

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 8/11/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	ROBERT LEE & ASSOCIATES, LLP 226 AIRPORT PARKWAY, SUITE 350 SAN JOSE, CA 95110		EIN ▶	Phone no. 408.855.6770

923622
02-02-10

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	39,058.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	39,058.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	668,569.	0.	668,569.
TOTAL TO FM 990-PF, PART I, LN 4	668,569.	0.	668,569.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	7,929.	7,929.	
SUBLEASE INCOME	20,400.	20,400.	
TOTAL TO FORM 990-PF, PART I, LINE 11	28,329.	28,329.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	25,348.	12,674.		6,337.
TO FORM 990-PF, PG 1, LN 16B	25,348.	12,674.		6,337.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	10,593.	10,593.		0.
FOUNDATION MANAGEMENT	36,680.	18,157.		9,079.
OTHER	12,652.	6,326.		3,163.
TO FORM 990-PF, PG 1, LN 16C	59,925.	35,076.		12,242.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	8,101.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,101.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	19,214.	6,136.		4,803.
TELEPHONE	2,761.	138.		690.
POSTAGE	3,818.	0.		1,909.
MISCELLANEOUS	1,919.	0.		0.
TO FORM 990-PF, PG 1, LN 23	27,712.	6,274.		7,402.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS	X		1,010,156.	1,010,156.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,010,156.	1,010,156.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,010,156.	1,010,156.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	18,432,444.	18,432,444.
TOTAL TO FORM 990-PF, PART II, LINE 10B	18,432,444.	18,432,444.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE OBLIGATIONS	157,976.	157,976.
TOTAL TO FORM 990-PF, PART II, LINE 10C	157,976.	157,976.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND/INTEREST RECEIVABLE	38,691.	24,673.	24,673.
EXCISE TAX OVERPAID	10,617.	1,894.	1,894.
SECURITY DEPOSIT	2,878.	2,878.	2,878.
TO FORM 990-PF, PART II, LINE 15	52,186.	29,445.	29,445.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ERIC L. SLOAN, SENIOR PROGRAM OFFICER
1660 BUSH STREET, SUITE 300
SAN FRANCISCO, CA 94109

TELEPHONE NUMBER

415-561-6540

FORM AND CONTENT OF APPLICATIONS

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE
WWW.PFS-LLC.NET

ANY SUBMISSION DEADLINES

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE
WWW.PFS-LLC.NET

RESTRICTIONS AND LIMITATIONS ON AWARDS

FOR GUIDELINES AND MORE INFORMATION ABOUT THIS FOUNDATION, SEE
WWW.PFS-LLC.NET

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
A SAFE PLACE PO BOX 23006 OAKLAND, CA 94623	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	25,000.
AIM HIGH P.O. BOX 410715 SAN FRANCISCO, CA 94141-	FOR SUMMER PROGRAM SUPPORT	501(C)3 PUBLIC CHARITY	20,000.
AMERICAN CONSERVATORY THEATER 30 GRANT AVENUE SAN FRANCISCO, CA 94108	IN SUPPORT OF THE MFW PROGRAM	501(C)3 PUBLIC CHARITY	5,000.
AT THE CROSSROADS 333 VALENCIA ST, SUITE 320 SAN FRANCISCO, CA 94103	FOR A COUNSELING BASED OUTREACH PROGRAM	501(C)3 PUBLIC CHARITY	10,000.
BERKELEY FOOD AND HOUSING PROJECT 2362 BANCROFT WAY BERKELEY, CA 94704	HOUSING CASE MANAGEMENT TEAM AND CENTRALIZED SHELTER RESERVATION	501(C)3 PUBLIC CHARITY	10,000.
BIG BROTHERS BIG SISTERS OF THE BAY AREA 731 MARKET STREET, SUITE 600 SAN FRANCISCO, CA 94103	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
BLANCHET HOUSE OF HOSPITALITY 340 NW GLISAN ST PORTLAND, OR 97209	FOR THE SOUP KITCHEN	501(C)3 PUBLIC CHARITY	12,500.
BLANCHET HOUSE OF HOSPITALITY 340 NW GLISAN ST PORTLAND, OR 97209	SOUP KITCHEN	501(C)3 PUBLIC CHARITY	10,000.

BLIND BABIES FOUNDATION 1814 FRANKLIN ST., 11TH FLOOR OAKLAND, CA 94612	IN SUPPORT OF THE OFF TO A GOOD START PROGRAM	501(C)3 PUBLIC CHARITY	5,000.
BOY SCOUTS OF AMERICA, SF BAY AREA COUNCIL, NO. 28 1001 DAVIS ST. SAN LEANDRO, CA 94577-	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
BOYS & GIRLS CLUBS OF SAN FRANCISCO 55 HAWTHORNE ST., SUITE 600 SAN FRANCISCO, CA 94105	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
CAL POLY FOUNDATION BUILDING 11, RM 211 ONE GRAND AVE. SAN LUIS OBISPO, CA 93407	FOR THE DAIRY SCIENCE DEPT DISCRETIONARY FUND	501(C)3 PUBLIC CHARITY	5,000.
CALIFORNIA COLLEGE OF THE ARTS 5212 BROADWAY OAKLAND, CA 94618	FOR THE WATTIS INSTITUTE SALON CIRCLE	501(C)3 PUBLIC CHARITY	2,500.
CALIFORNIA PACIFIC MEDICAL CENTER FOUNDATION 1255 POST STREET, SUITE 700 SAN FRANCISCO, CA 94109	FOR GENERAL SUPPORT	509(A)(3) SUPPORTING ORG	25,000.
CASTRO VALLEY TOPSOCCER 21360 RIZZO AVE CASTRO VALLEY, CA 94546	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	3,000.
CATLIN GABEL SCHOOL 8825 SW BARNES RD PORTLAND, OR 97225	FOR GENERAL SUPPORT	509(A) 1 SCHOOL	25,000.
CATLIN GABEL SCHOOL 8825 SW BARNES RD PORTLAND, OR 97225	FOR GENERAL SUPPORT	509(A) 1 SCHOOL	25,000.
CENTER FOR EARLY INTERVENTION ON DEAFNESS 1035 GRAYSON ST BERKELEY, CA 94710	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	2,000.

CHILDREN'S SHELTER OF HOPE FOUNDATION 505 N TOMAHAWK IS DR PORTLAND, OR 97217	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
CLAUSEN HOUSE COMMUNITY SERVICE 88 VERNON STREET OAKLAND, CA 94610	FOR SCHOLARSHIPS	501(C)3 PUBLIC CHARITY	5,000.
COLLEGE TRACK 436 14TH STREET, SUITE 500 OAKLAND, CA 94612	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
COMMUNITY MUSIC CENTER 544 CAPP STREET SAN FRANCISCO, CA 94110	FOR THE MISSION DISTRICT YOUNG MUSICIANS PROGRAM	501(C)3 PUBLIC CHARITY	5,000.
COMPASS COMMUNITY SERVICES 49 POWELL ST, 3RD FLOOR SAN FRANCISCO, CA 94102	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
CONSERVATORY OF FLOWERS - MCLAREN LODGE 501 STANYAN STREET GOLDEN GATE PARK P.O. BOX 130 SAN FRANCISCO, CA 94117	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	15,000.
CRESTONE ZEN CENTER P.O. BOX 130 CRESTONE, CO 81113	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	2,000.
EACH ONE REACH ONE 1486 HUNTINGTON AVENUE #304 SOUTH SAN SAN FRANCISCO , CA 94080	FOR THE ADAPT PROGRAM	501(C)3 PUBLIC CHARITY	10,000.
EDWARDS ENTERPRISES 16500 NW BETHANY CT, SUITE 130 BEAVERTON, OR 97006	FOR THE PURCHASE OF A DELIVERY VAN	501(C)3 PUBLIC CHARITY	10,000.
ENVIRONMENTAL DESIGN ARCHIVES 230 WURSTER HALL #1820 UNIVERSITY OF CALIFORNIA BERKELEY, CA 94720-	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	2,000.

EPISCOPAL COMMUNITY SERVICES OF SAN FRANCISCO 165 EIGHTH ST., 3RD FLOOR SAN FRANCISCO, CA 94103	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	15,000.
EXPLORATORIUM 3601 LYON STREET SAN FRANCISCO, CA 94123	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
FIRST BAPTIST CHURCH 909 SW 11TH AVE PORTLAND, OR 97205	FOR THE SOUP KITCHEN	509 (A)1 CHURCH	15,000.
FIRST BAPTIST CHURCH 909 SW 11TH AVE PORTLAND, OR 97205	FOR GENERAL SUPPORT	510 (A)1 CHURCH	15,000.
FOOD RUNNERS 2579 WASY WASHINGTON STREET SAN FRANCISCO, CA 94115	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
FRIENDS OF THE CHILDREN - PORTLAND 44 NE MORRIS PORTLAND, OR 97212	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	25,000.
FRIENDS OF THE SAN FRANCISCO PUBLIC LIBRARY 391 GROVE STREET SAN FRANCISCO, CA 94102	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
GLIDE FOUNDATION/ GLIDE MEMORIAL UNITED METHODIST CHURCH 330 ELLIS STREET SAN FRANCISCO, CA 94102	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
GOLDEN GATE NATIONAL PARKS CONSERVANCY BUILDING 201 FORT MASON SAN FRANCISCO, CA 94123	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
HEARING AND SPEECH CENTER OF NORTHERN CALIFORNIA 1234 DIVISADERO STREET SAN FRANCISCO, CA 94115	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	20,000.

HOMELESS PRENATAL PROGRAM 2500 18TH ST SAN FRANCISCO, CA 94110	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
HOMELESS YOUTH ALLIANCE PO BOX 170427 SAN FRANCISCO, CA 94117	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
HOSPICE BY THE BAY FOUNDATION 17 E. SIR FRANCIS DRAKE BLVD., SUITE 100 LARKSPUR, CA 94939	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
HUCKLEBERRY YOUTH PROGRAMS 3310 GEARY BLVD. SAN FRANCISCO, CA 94118	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
I HAVE A DREAM FOUNDATION-OREGON 1478 NE KILLINGSWORTH PORTLAND, OR 97211	5TH GRADE LEVEL CLASS 10 DREAMERS AT RIGLER ELEMENTARY SCHOOL	501(C)3 PUBLIC CHARITY	25,000.
INSTITUTE ON AGING 3330 GEARY BLVD. SAN FRANCISCO, CA 94118-	FOR THE FRIENDSHIP TOLL-FREE HELP LINE FOR AGING SENIORS	501(C)3 PUBLIC CHARITY	10,000.
INTERPLAST, INC. 857 MAUDE AVE. MOUNTAIN VIEW, CA 94043	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
LARKIN STREET YOUTH SERVICES 701 SUTTER ST., SUITE 2 SAN FRANCISCO, CA 94109	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
LINDSAY WILDLIFE MUSEUM 1931 FIRST AVE., WALNUT CREEK, CA 94597	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
LINFIELD COLLEGE 900 SE BAKER ST MCMINNVILLE, OR 97128	SCHOLARSHIPS FOR THE LINFIELD-GOOD SAMARITAN SCHOOL OF NURSING	509 (A)1 SCHOOL	100,000.

MARIN EDUCATION FUND 781 LINCOLN AVE., SUITE 140 SAN RAFAEL, CA 94901	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
MARIN SERVICES FOR WOMEN 1251 SOUTH ELISEO DRIVE GREENBRAE, CA 94904	FOR THE CHILD DEVELOPMENT PROGRAM	501(C)3 PUBLIC CHARITY	5,000.
MENLO PARK ATHERTON EDUCATION FOUNDATION 195 ENCINAL AVE ATHERTON, CA 94027	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	1,500.
MIND BODY AWARENESS PROJECT 111 FAIRMONT AVE., 508 OAKLAND, CA 94611	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
MISSION GRADUATES 3040 16TH ST., SAN FRANCISCO, CA 94103	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
MUDD NICK FOUNDATION PO BOX 993 MANZANITA, OR 97130	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
MUSCULAR DYSTROPHY ASSOCIATION, INC. 1375 SUTTER PLACE, #300 SAN FRANCISCO, CA 94109	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	2,500.
MUSEUM OF CHILDREN'S ART 538 NINTH ST., SUITE 210 OAKLAND, CA 94607	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	2,000.
MY NEW RED SHOES 111 ANZA BLVD. SUITE 110 BURLINGAME, CA 94010	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	1,000.
NEW DOOR VENTURE 3075 21ST STREET SAN FRANCISCO, CA 94110	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.

NORTHERN LIGHT SCHOOL 3710 DORISA AVE., OAKLAND, CA 94605	FOR THE MUSIC AND DANCE PROGRAMS	509 (A)1 SCHOOL	10,000.
OAKLAND PUBLIC LIBRARY 125 14TH STREET OAKLAND, CA 94612	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	20,000.
OKIZU FOUNDATION 16 DIGITAL DRIVE NOVATO, CA 94949	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	2,500.
OPTIONS RECOVERY SERVICES 1931 CENTER ST BERKELEY, CA 94704	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
OREGON FOOD BANK P.O. BOX 55370 PORTLAND, OR 97238-	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
OREGON FOOD BANK P.O. BOX 55370 PORTLAND, OR 97238-	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
OUR LADY OF THE LAKE PARISH 650 A AVENUE LAKE OSWEGO, OR 97034	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	25,000.
PACIFIC NORTHWEST COLLEGE OF ART 1241 NW JOHNSON ST., PORTLAND, OR 97209	FOR GENERAL SUPPORT	509(A) 1 SCHOOL	50,000.
PATHWAYS HOSPICE FOUNDATION 585 NORTH MARY AVE. SUNNYVALE, CA 94085	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
PDX DOULAS P.O. BOX 820325 VANCOUVER, WA 98682	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.

PLANNED PARENTHOOD GOLDEN GATE 815 EDDY STREET, SUITE 100 SAN FRANCISCO, CA 94109	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
PORTLAND RESCUE MISSION 34 NW FIRST AVE., SUITE 50 PORTLAND, OR 97209	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	2,500.
PORTOLA FAMILY CONNECTIONS 2565 SAN BRUNO AVE. SAN FRANCISCO, CA 94134	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
PROJECT OPEN HAND 730 POLK STREET SAN FRANCISCO, CA 94109-	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	35,000.
RAPHAEL HOUSE 1065 SUTTER ST., SAN FRANCISCO, CA 94109	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
REBUILDING TOGETHER SAN FRANCISCO PIER 28 SAN FRANCISCO, CA 94105	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	3,000.
RONALD MCDONALD HOUSE OF SAN FRANCISCO 1640 SCOTT STREET SAN FRANCISCO, CA 94115	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
SALVATION ARMY - CASCADE DIVISION 8495 SE MONTEREY AVE. HAPPY VALLEY, OR 97086	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	35,000.
SAMARITAN HOUSE 1511 SOUTH CLAREMONT ST. SAN MATEO, CA 94402	FOR THE FOOD AND NUTRITION PROGRAM	501(C)3 PUBLIC CHARITY	10,000.
SAN FRANCISCO COURT APPOINTED SPECIAL ADVOCATE PROGRAM 100 BUSH STREET, SUITE 650 SAN FRANCISCO, CA 94104	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.

SAN FRANCISCO FOUNDATION 225 BUSH STREET, SUITE 500 SAN FRANCISCO, CA 94105	MEMORIAL CONTRIBUTION FOR THE ROBERTS AND NANCY HARRIS ADVISED FUND	501(C)3 PUBLIC CHARITY	1,000.
SAN FRANCISCO PERFORMANCES INC. 500 SUTTER ST., SUITE 710 SAN FRANCISCO, CA 94102	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	4,000.
SAN FRANCISCO SCHOOL VOLUNTEERS 727 GOLDEN GATE AVE., 2ND FLR SAN FRANCISCO, CA 94102	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
SAN FRANCISCO WOMEN AGAINST RAPE 3543 18TH ST., #7 SAN FRANCISCO, CA 94110	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
SELF ENHANCEMENT INC. 3920 NORTH KERBY AVE PORTLAND, OR 97227	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	25,000.
SHANTI 730 POLK STREET SAN FRANCISCO, CA 94109	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
SOUTH BERKELEY YMCA 2901 CALIFORNIA ST. BERKELEY, CA 94703	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	1,000.
SPECIAL OLYMPICS NORTHERN CALIFORNIA 109 STEVENSON ST., 5TH FLR SAN FRANCISCO, CA 94105	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	2,000.
SPECIAL OLYMPICS OREGON 5901 SW MACADAM, SUITE 200 PORTLAND, OR 97329	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	25,000.
ST MARY'S HOME FOR BOYS 16535 SW TUALATIN VALLEY HIGHWAY BEAVERTON, OR 97006	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	25,000.

ST MARY'S HOME FOR BOYS 16535 SW TUALATIN VALLEY HIGHWAY BEAVERTON, OR 97006	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	1,000.
ST ROSE OF LIMA CATHOLIC CHURCH 2727 NE 54TH AVE. PORTLAND, OR 97213	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	50,000.
ST ROSE OF LIMA CATHOLIC CHURCH 2727 NE 54TH AVE. PORTLAND, OR 97213	FOR ARCHBISHOP HOWARD SCHOOL	501(C)3 PUBLIC CHARITY	25,000.
ST. ANNE'S HOME - LITTLE SISTERS OF THE POOR 300 LAKE ST. SAN FRANCISCO, CA 94118-	FOR DINNERWARE FOR THE MAIN DINING ROOM	501(C)3 PUBLIC CHARITY	3,500.
ST. VINCENT DE PAUL SOCIETY OF SAN FRANCISCO 169 STILLMAN ST. SAN FRANCISCO, CA 94107	FOR THE CHILDREN'S PROGRAM	501(C)3 PUBLIC CHARITY	10,000.
SUTTER VNA & HOSPICE - SAN FRANCISCO 1625 VAN NESS AVE., 4TH FLR SAN FRANCISCO, CA 94103	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	5,000.
THE ALS ASSOCIATION GREATER BAY AREA CHAPTER 565 COMMERCIAL ST., 2ND FLR SAN FRANCISCO, CA 94111	FOR THE PATIENT AND FAMILY SERVICES PROGRAM	501(C)3 PUBLIC CHARITY	10,000.
THE ARC OF SAN FRANCISCO 1500 HOWARD ST. SAN FRANCISCO, CA 94103	TO SUPPORT INTAKE	501(C)3 PUBLIC CHARITY	10,000.
THE ASSISTANCE DOG INSTITUTE 1215 SEBASTOPOL ROAD SANTA ROSA, CA 95407	PAWS FOR PURPLE HEARTS	501(C)3 PUBLIC CHARITY	5,000.
THE DOUGY CENTER P.O. BOX 86852 3909 SE 52ND AVE. PORTLAND, OR 97286	FOR SUPPORT DURING A CENTER REBUILD	501(C)3 PUBLIC CHARITY	50,000.

THE FOUNDATION CENTER 312 SUTTER ST. SUITE 606 SAN FRANCISCO, CA 94108-	FOR OPERATING SUPPORT	501(C)3 PUBLIC CHARITY	500.
THE JANET POMEROY CENTER 207 SKYLINE BLVD. AT HERBST RD. SAN FRANCISCO, CA 94132	AFTER SCHOOL RECREATION PROGRAM FOR CHILDREN AND TEENS	501(C)3 PUBLIC CHARITY	5,000.
UCSF MEMORY AND AGING CENTER DEPARTMENT OF NEUROLOGY P.O. BOX 54339 SAN FRANCISCO, CA 94143	FOR THE MEMORY AND AGING CENTER HONORING TURNER KIBBEY	501(C)3 PUBLIC CHARITY	2,000.
UNIVERSITY OF CALIFORNIA - BERKELEY 2625 DURANT AVE., #2250 BERKELEY, CA 94720	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	4,000.
UP ON TOP AFTER SCHOOL PROGRAM 1187 FRANKLIN ST. SAN FRANCISCO, CA 94109	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
VOCAL ARTS INSTITUTE P.O. BOX 5482 BERKELEY, CA 94705	FOR THE OPEN OPERA	501(C)3 PUBLIC CHARITY	3,000.
WASHINGTON COUNTY MUSEUM 17677 NW SPRINGVILLE RD. PORTLAND, OR 97229	FOR THE CHILDREN'S PROGRAM	501(C)3 PUBLIC CHARITY	10,000.
YMCA OF THE EAST BAY 2330 BROADWAY OAKLAND, CA 94612	KIDS TO CAMP PROGRAM	501(C)3 PUBLIC CHARITY	5,000.
YMCA OF THE EAST BAY 2330 BROADWAY OAKLAND, CA 94612		501(C)3 PUBLIC CHARITY	10,000.
YMCA OF THE EAST BAY 2330 BROADWAY OAKLAND, CA 94612	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	15,000.

YOUNG PEOPLE'S SYMPHONY ORCHESTRA P.O. BOX 5593 BERKELEY, CA 94705	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	1,000.
ZEN HOSPICE PROJECT 273 PAGE STREET SAN FRANCISCO, CA 94102-	FOR GENERAL SUPPORT	501(C)3 PUBLIC CHARITY	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,252,000.

AMENDED AND RESTATED

BYLAWS OF

WILLIAM G. GILMORE FOUNDATION

I. MEMBERS, AIMS AND PURPOSES

1.1 Corporation Without Members. This corporation has no members. Any action which would otherwise require membership approval shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors.

1.2 Aims and Purposes. The aims and purposes of the corporation shall be to support the educational opportunities for young people, provide for the health and welfare of the ill and disabled, assist those in need of food, shelter and counseling, encourage the arts and other activities generally related to the foregoing. The geographical areas of particular emphasis shall be the San Francisco Bay and Portland Oregon areas.

II. BOARD OF DIRECTORS

2.1 Number. The authorized number of directors of this corporation shall be not less than three (3) or more than five (5) with the exact number to be fixed by the current Board of Directors. .

2.2 Powers. Subject to the limitations imposed by law or contained in the Articles of Incorporation or these bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the ultimate direction of the Board of Directors.

2.3 Election, Term of Office, and Vacancies. Directors of the corporation shall be elected by the Board for a period of one year and until his or her successor is elected and qualified. Vacancies on the Board of Directors, whether or not caused by removal, may be filled by a majority of the directors then in office, regardless of whether they constitute a quorum, or by a sole remaining director. No reduction in the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

2.4 Resignation\Attendance\Removal. Any director may resign by giving notice to the President, the Secretary or the Board of Directors. The resignation of a director shall be effective when notice is given unless the notice specifies a later time. The resignation shall be effective regardless of whether it is accepted by the corporation. Except upon notice to the Attorney General of the State of California, no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

2.5 Compensation. No director shall receive compensation for meetings of the Board of Directors and committees. Subject to Section 2.6 of these bylaws nothing in this Section shall be construed to preclude any director from serving the corporation in another capacity and receiving just and reasonable compensation for such service provided that the facts specified in Section 5233(d) (2) of the California Corporations Code are established.

2.6 Restriction on Interested Directors. Not more than 49% of the persons serving on the Board of Directors may be interested persons. For purposes of this Section 2.6, an interested person is either (i) any person currently being compensated by the corporation for services rendered to the corporation within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. All related party conflicts must be disclosed to the President in writing for review and dispensation.

2.7 Committees.

(i) Committees of the Board. The Board of Directors may, by resolution adopted by a majority of the number of directors then in office provided that a quorum is present, create or eliminate one or more committees of the Board, each consisting of two or more directors, to serve at the pleasure of the Board.

(b) Standing Committees. The President shall appoint annually members of each of the following standing committees, which members shall serve for one (1) year terms.

(i) Audit Committee. The Audit Committee shall report to the Board and shall not be less than one member of the Board of Directors. The duties of the Audit Committee shall be to choose independent accountants to perform an annual financial audit and to review said audit, reporting the results to the Board.

(c) Other Committees. Pursuant to specific resolutions, the Board may delegate to any committee, however composed, any power or powers provided however, that all such delegated powers shall be exercised under the ultimate direction of the Board.

2.8 Inspection of Records and Properties. Each director may inspect all books, records, documents and physical properties of the corporation at any reasonable time. The right of inspection includes the right to copy and make extracts.

2.9 Time and Place of Meetings and Telephone Meetings. Meetings of the Board may be called by the President or any Vice President, the Secretary, or any two (2) directors. Meetings of the Board of Directors shall be held at such times as the Board may determine. All meetings of directors shall be held at the principal office of the corporation or at such other place, within or without California, as shall be designated in the notice of the meeting or in a resolution of the Board of Directors. Directors may participate in a meeting through use of conference telephone or similar communications equipment, provided that all members so participating can communicate with each other.

2.10 Notice. Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings has been fixed in these bylaws or by the Board. Special meetings shall be held upon four (4) days' notice by first class mail or 48 hours notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the corporation as permitted by Section 20 of the Corporations Code. Regular meetings shall be held upon similar notice if notice is required for such meetings. Neither a notice nor a waiver of notice must specify the purpose of any regular or special meeting. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting is announced at the meeting at which the adjournment is taken; but if a meeting is adjourned for more than 24 hours, notice of the adjourned meeting shall be give prior to the time of such meeting to the directors who were not present at the time of the adjournment.

2.11 Meeting Without Regular Call and Notice. The actions of any meeting of the Board of Directors, however called and noticed and wherever held, are as valid as though taken at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. For such purposes, a director shall not be considered present at a meeting if, although in attendance at the meeting, the director protests the lack of notice prior to the meeting or at its commencement.

2.12 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all of the members of the Board individually or collectively consent to such action in writing as defined by Section 5079 of the Corporation Code, including facsimile, telegraphic or other electronic transmission.

2.13 Quorum and Required Vote. Except as noted in Article V, one third (but not less than two) of the directors then in office shall constitute a quorum for the transaction of business. Subject to the applicable restrictions of the California Nonprofit Corporation Law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. A majority of the directors present at a meeting, whether or not a quorum is present, may adjourn the meeting to another time and place.

2.14 Indemnification of Directors, Officers Employees and Certain Others.

(a) Right of Indemnity. To the full extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Section 5.238 (a) of the California Nonprofit Corporation Law, including persons formerly occupying any such position, against all expenses, judgments, fines settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in such Section, including without limitation an action by or in the right of the corporation an action brought under Section 5233 (Self-dealing Transactions) of the California Nonprofit Corporation Law, and an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was a person described by such Section. "Expenses" as used in this by-law, shall have the same meaning as in Section 5238(a) of the California Nonprofit Corporation Law.

(b) Approval of Indemnity. Upon written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Corporation Law, the Board shall promptly determine in accordance with Section 5238(e) whether the applicable standard of conduct set forth in Sections 5238(b) and (c) has been met and, if so, the Board shall authorize indemnification.

(c) Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board of Directors in the specific instance, expenses incurred by a person seeking indemnification under this by-law in defending any proceeding covered by this by-law shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation therefor.

III. OFFICERS

3.1 Titles and Relation to Board of Directors. The officers of the corporation shall include a President, a Vice-president, a Secretary and a Chief Financial Officer. Any number of offices may be held by the same person, except that neither the secretary nor the Chief Financial Officer may serve concurrently as the President. All officers shall perform their duties and exercise their powers subject to Board policy.

3.1.1 The Board shall appoint a Chief Executive Officer (CEO) who shall serve at the pleasure of the Board.

3.2 Elections, Term of Office and Vacancies. The officers of the corporation shall be elected by the Board of Directors. No officer must be a member of the Board of Directors. The officers' terms shall commence on the first day of the fiscal year of the corporation, unless otherwise determined by the Board. All officers shall hold office until their successors are chosen, except that the Board of Directors shall have the right to remove an officer at any time, subject to such officer's rights, if any, under a contract of employment.

3.3 Resignation. Any officer may resign at any time upon written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. The resignation of an officer shall be effective when notice is given unless the notice specifies a later time. The resignation shall be effective regardless of whether it is accepted by the corporation.

3.4 Duties. The duties of the officers shall be as follows:

(i) President. The President shall preside at all meetings of the Board of Directors and shall appoint all standing committees subject to the approval of the Board of Directors.

(ii) Vice President(s). The Vice President(s) shall assist the President when required, and shall perform the duties of the President in his/her absence, disability or resignation.

(iii) Secretary. The Secretary shall keep accurate records of the proceedings of each meeting and file all papers and documents pertaining to this office.

(iv) Chief Financial Officer. The Chief Financial Officer shall be responsible for all monies of the corporation, which on receipt shall be deposited in the name of the corporation in such depositaries approved by the Board of Directors. The Chief Financial Officer shall pay by check, or cause to be paid, only such bills and accounts as are vouched for by the CEO and shall submit at each meeting of the Board and a report of all receipts and disbursements.

IV. EQUAL OPPORTUNITY

Equal Opportunity. The corporation shall be an equal opportunity employer and shall not discriminate in any of its activities because of race, color, religion, sex, sexual orientation, national origin, age or physical condition.

V. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

5.1 Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

5.2 Checks, Drafts, etc.: All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Chief Financial Officer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

5.3 Deposits: All funds of this corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

5.4 Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

VI. BOOKS AND RECORDS

6.1 Maintenance of Corporate Records: The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The financial records and all other corporate records, and the minutes of all meetings of the Board of Directors and all other committees of the corporation shall be kept at the principal office of the corporation and shall be open to inspection upon oral or written request of any Director.

6.2 Directors' Inspection Rights: Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

6.3 Annual Report: The board shall cause an annual report to be furnished not later than 120 days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

(i) The assets and liabilities, including the trust funds, of the corporation as at the end of the fiscal year;

(ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(iv) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(v) Any information required by Article 9.

The annual report shall be accompanied by the certificate of an authorized officer of the corporation that such statements were prepared without audit and from the books and records of the corporation.

VII. COMPLIANCE WITH THE NONPROFIT INTEGRITY ACT OF 2004

To the extent required by section 12586 of the Government Code, the board shall supplement the requirements of Article 6.3 of these Bylaws by causing the corporation to:

(i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted auditing standards as per section 12586(e)(1) of the Government Code;

(ii) make such audited financial statements available for inspection by the Attorney General and by members of the public no later than nine months after the close of the fiscal year to which the statements related; and

(iii) have and operate an audit committee appointed by the Board of Directors as per the requirements of section 12586(e) (2) of the Government Code.

VIII. AMENDMENT OF BYLAWS

These bylaws may be amended or repealed by a majority vote of currently serving members of the Board of Directors at a meeting of the Board, and after a ten (10) days notice to each Director of the proposed bylaw change(s).

DATE: APRIL 14, 2009